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Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**barbacoa, inc.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 27, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BARBACOA, INC.  
REF: W05000026637

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the name of the incorporator in article IX.

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Tammy Hampton  
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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BARBACOA, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be: Barbacoa, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue One Hundred (100) shares of stock at \$5.00 par value, which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 1746 Espanola Drive, Miami, Florida, 33133

This document was prepared by:  
Samuel Spencer Blum, Esquire  
Suite 106  
2666 Tigertail Avenue  
Coconut Grove, Florida 33133  
(305) 854-3314  
Florida Bar No 273430

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- Page 1 -  
Samuel Spencer Blum  
ATTORNEY AT LAW

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#### ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133

#### ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors of this corporation are:

Steven D. Raichlen  
1746 Espanola Drive  
Coconut Grove, Florida 33133-3302

Barbara E. Raichlen  
1746 Espanola Drive  
Coconut Grove, Florida 33133-3302

#### ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

#### ARTICLE IX

The name and address of the incorporator of this corporation is: Steven D. Raichlen, 1746 Espanola Drive, Coconut Grove, Florida, 33133.

#### ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director

This document was prepared by:  
Samuel Spencer Blum, Esquire  
Suite 106  
2666 Tigertail Avenue  
Coconut Grove, Florida 33133  
(305) 854-3314  
Florida Bar No. 273430

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Samuel Spencer Blum

ATTORNEY AT LAW

to the full extent permitted by law.

#### ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of May, 2005.

  
Steven D. Raichlen, Incorporator

STATE OF )

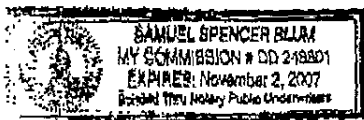
) ss

COUNTY OF )

The foregoing instrument was acknowledged before me this 26 day of May, 2005, by Steven D. Raichlen, personally known to me or who has produced \_\_\_\_\_ as identification.

Print Notary's name and commission number

  
Notary Public, State of



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Samuel Spencer Blum

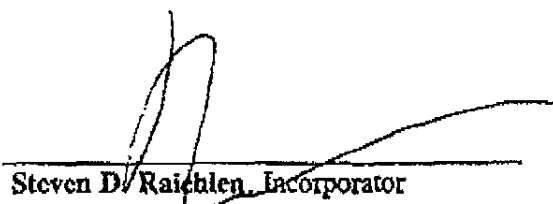
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Barbacon, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

  
Steven D. Raichlen, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Samuel Spencer Blum

SSB/bpx  
May 23, 2005  
C:\WORK\Corporate\inc\Barbacon\inc\incorporation.doc

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Samuel Spencer Blum